



# FREEMAN CORPORATION LIMITED

## 民豐控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

### PROXY FORM

Form of proxy for the Annual General Meeting to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Tuesday, 25 August 2009 at 9:00 a.m.

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Freeman Corporation Limited ("Freeman") hereby appoint <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without modifications) as hereunder indicated and in respect of any other matters to be considered in the meeting.

RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1. To receive and adopt the Audited Financial Statements of Freeman together with Reports of the Directors and the Auditors for the year ended 31 March 2009.		
2A. (i) To re-elect Ms. Kwok Wai Ming as a Director.		
(ii) To re-elect Mr. Scott Allen Phillips as a Director.		
(iii) To re-elect Mr. Gary Drew Douglas as a Director.		
(iv) To re-elect Mr. Peter Temple Whitelam as a Director.		
2B. To authorise the Board to fix the director's fee.		
3. To re-appoint Messrs. Ernst & Young as the auditors of Freeman and to authorise the Board of Directors to fix their remuneration.		
4. To grant a general mandate to the Directors to allot, issue and deal with new shares not exceeding 20 per cent. of the issued share capital of Freeman.		
5. To grant a general mandate to the Directors to repurchase shares and warrants of Freeman not exceeding 10 per cent. of the issued share capital of Freeman.		
6. To extend the general mandate granted to the Directors to allot, issue and deal with new shares not exceeding the amount of shares repurchased by Freeman.		
7. To approve the refreshment of Scheme Mandate under the Share Option Scheme.		

Dated this day of \_\_\_\_\_, 2009 Signatures <sup>(note 7)</sup> \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of Freeman registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the branch share registrar of Freeman, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of Freeman in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
8. The proxy need not be a member of Freeman but must attend the meeting in person to represent you.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. Any alteration to this form of proxy must be initialled by the person who signs it.